

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

**ORDER, PURSUANT TO SECTIONS 105(a), 365(a), AND 554(a)
OF THE BANKRUPTCY CODE, AUTHORIZING THE DEBTORS
TO REJECT (I) CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL
REAL PROPERTY EFFECTIVE AS OF THE PETITION DATE AND
(II) ABANDON PROPERTY IN CONNECTION THEREWITH**

Upon the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for the entry of an order, pursuant to sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, authorizing the Debtors to (i) reject the Rejected Leases set forth on Exhibit 1 and 2 to this Order, effective as of the Petition Date (the “**Petition Date**”), and (ii) abandon, effective as of the Petition Date, any Personal Property that remains, as of the Petition Date, on the Premises subject to the Rejected Leases; and upon consideration of the First Day Declaration and the record of these chapter 11 cases; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that this is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the

¹ The last four digits of Town Sports International, LLC’s federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the proposed undersigned counsel for the Debtors.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

United States Constitution; and it appearing that venue of these chapter 11 cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, the Rejected Leases, to the extent not already terminated in accordance with their applicable terms or upon agreement of the parties, are hereby rejected by the Debtors, with such rejection being effective as of the Petition Date.
3. Pursuant to sections 105(a) and 554(a) of the Bankruptcy Code and Bankruptcy Rule 6007, any Personal Property remaining, as of the Petition Date, on the Premises is hereby abandoned by the Debtors, with such abandonment being effective as of the Petition Date.
4. Nothing herein shall prejudice the rights of the Debtors to assert that the Rejected Leases were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of the Rejected Leases is limited to the remedies available under any applicable termination provision of the Rejected Leases, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates, or to otherwise contest any claims that may be asserted in connection with the Rejected Leases.

5. Claims arising out of the rejection of the Rejected Leases must be filed on or before the later of (i) the deadline for filing proofs of claim based on prepetition claims against any of the Debtors as set by an order of this Court or (ii) thirty (30) days after entry of this Order.

6. The Debtors are authorized to execute and deliver all instruments and documents, and take such other actions as may be necessary or appropriate, to implement and effectuate the relief granted by this Order.

7. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

8. The requirements in Bankruptcy Rule 6006 and 6007 are satisfied.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

EXHIBIT 1**Rejected Leases**

DEBTOR	COUNTERPARTY	COUNTERPARTY'S ADDRESS	REJECTED AGREEMENT
TSI Morris Park, LLC	1601 Bronxdale Property Owner LLC	Attn: Katina Khan 165 West 73 Street New York, NY 10023 and Nancy Lara 1601 Bronxdale Property Owner LLC 30 West 26th Street, 8th Floor New York, NY 10010	Real Property Lease for Club located at 1601 Bronxdale Avenue, Bronx, NY.
TSI Matawan, LLC	The Racquet Place	C/O Ronald Spivack and Ron Kogos 525 Green Street Iselin, NJ 08830	Real Property Lease for Club located at 450 Route 34 Matawan, NJ
TSI Princeton, LLC	Princeton (Edens), LLC	Attn: Julie Drobits Department # 2439 P.O. Box 442 Laurel, NY 11948	Real Property Lease for Club located at 301 North Harrison Street Princeton, NJ
TSI – Valencia, LLC	IVT River Oaks Valencia, L.L.C.	Attn: Robert Mettel and Kristina S. Raymond 3025 Highliand Parkway, Suite 350 Downers Grove, IL 60515	Real Property Lease for Club located at River Oaks Shopping Center 24245 Magic Mountain Parkway, Unit No. 1C Valencia, CA
TSI Watertown, LLC	ARE-MA Region No. 75, LLC	Tom Andrews ARE-MA Region No. 75, LLC c/o Alexandria Real Estate Equities, Inc. 26 North Euclid Avenue Pasadena, CA 91101	Real Property Lease for Club located at 311 Arsenal Street Watertown, MA

TSI Marlboro, LLC	W & L Associates	c/o Andrew Talbert 16239 Pantheon Pass Delray Beach, FL 33446 and Jay L Lubetkin, Esq. Rabinowitz, Lubetkin & Tully, L.L.C. 293 Eisenhower Parkway, Suite 100 Livingston, NJ 07039	Real Property Lease for Club located at 34 Route 9 North Morganville, NJ
TSI Providence Eastside, LLC	Riverview Retail, LLC	Mara Henderson King KGI Properties 10 memorial Boulevard, Suite 901 Providence, RI 02903 and Murray Gereboff 207 Waterman Street Providence, RI 02906	Real Property Lease for Club located at 131 Pitman Street Providence, RI
TSI First Avenue, LLC	GP Associates	Daniel J. Ansell, Esq. Greenberg Traurig, LLP 200 Park Avenue New York, NY 10166 212-801-9393	Real Property Lease for Club located at 1470 First Ave New York, NY
TSI Newark, LLC	One Gateway Center Property Owner LLC	c/o Onyx Management Group, LLC PO Box 75428 Chicago, IL 60675-5428 and John A Saraceno, Jr. 900 Route 9 North, Suite 400 Woodbridge, NJ 07095	Real Property Lease for Club located at One Gateway Center Newark, NJ

TSI Deer Park, LLC	Tanger Outlets Deer Park LLC	Michelle B. Dixon P.O. Box 414225 Boston, MA 02241-4225 and Stacey Ramis Nigro, Esq. Tanger Outlets Deer Park LLC 43 Corporate Drive Hauppauge, NY 11788	Real Property Lease for Club located at 455 Commack Road Deer Park, NY
TSI Newton, LLC	135 Wells Avenue LLC	Mike Fedotowsky P.O. Box 9137 Newton, MA 02460-9137 and Andrew C. Sucoff, Esq. Goodwin Proctor LLP 100 Northern Avenue Boston, MA 02210	Real Property Lease for Club located at 135 Wells Ave Newton, MA
TSI Court Street, LLC	Twenty Six Court Associates, LLC	Rivky Diamant 26 Court Street Brooklyn, NY 11242	Real Property Lease for Club located at 179 Remsen Street Brooklyn, NY
TSI 555 6 th Avenue, LLC	SP 101 W15 LLC	Kunal Chothani SP 101 W 15 LLC c/o Stonehenge Management LLC 1675 Broadway, 21st Floor New York, NY 10019 and Matthew E Kasindorf, Esq. Meister Seelig & Fein LLP 125 Park Avenue, 7th Floor New York, NY 10017	Real Property Lease for Club located at 555 Sixth Avenue, New York, NY

TSI Gallery Place, LLC	Oxford BIT Gallery Place Property Owner, LLC	Benjamin Kayden Director, Legal Oxford BIT Gallery Place Property Owner, LLC 600 Massachusetts Ave NW Washington, DC 20001 and Scott Rome, Esq. Veritas 1225 19th Street NW, Suite 320 Washington, DC 20036	Real Property Lease for Club located at 783 Seventh Street Washington, DC
TSI Ramsey, LLC	Adventures in Recreation, Inc.	Rita A Knutsen President Adventures in Recreation, Inc. 1100 Route 17 North Ramsey, NJ 07446	Real Property Lease for Club located at 1150 Route 17 North Ramsey, NJ
TSI Staten Island, LLC	D&M Richmond Realty, LLC	1212 Willowbrook Road Staten Island, NY 10314 and Howard File, Esq. 260 Christopher Lane, Suite 102 Staten Island, NY 10314	Real Property Lease for Club located at 300 West Service Rd. Staten Island, NY
TSI Radnor, LLC	Radnor Properties - 555 LA, LP	Michael McCalley and Bob Barson Brandywine Realty Trust FMC tower at Cira Centre South 2929 Walnut Street, Suite 1700 Philadelphia, PA 19104	Real Property Lease for Club located at 555 East Lancaster Avenue St. Davids, PA
TSI South Bethesda, LLC	6828 Wisconsin Ave LLC and Julian Josephs, LLC	Michael R. Cogan, P.C. 12 South Summit Avenue, Suite 250 Gaithersburg, MD 20877	Real Property Lease for Club located at 6828 Wisconsin Avenue Bethesda, MD

TSI Placentia, LLC	DSRG, LP-Village Center at Rose	<p>Ryan Dan 200 E. Baker Street, Suite 100 Costa Mesa, CA 92626</p> <p>and</p> <p>Law Office of Corey E Taylor, APC 629 Camino De Los Mares, Suite 305 San Clemente, CA 92673</p>	Real Property Lease for Club Located at Village Center at Rose, Phase II 860 North Rose Drive Placentia, CA
TSI Georgetown, LLC	Jamestown Premier Georgetown Park Corp.	<p>c/o Jamestown Ponce City Market 675 Ponce de Leon Avenue, NE, 7th Floor Atlanta, GA 30308</p> <p>and</p> <p>Paul J. Kiernan Holland & Knight 800 17th Street N.W., Suite 1100 Washington, DC 20006 Tel. 202-663-7276 Paul.Kiernan@hklaw.com</p>	Real Property Lease for Club located at 3222 M Street NW Washington, DC 20007
TSI 1231 Third Avenue, LLC	1231 Third Fee Owners, LLC	<p>Attn: Chaim Cohen and Sharon Bernat 50 Rutledge St, Suite 503 Brooklyn, NY 11249</p>	Real Property Lease for Club located at 1231 Third Avenue New York, NY
TSI West 115 th Street, LLC	1400 Retail Owner LLC	<p>Attn: John Birnbaum and Zachary G. Hammer 1400 Retail Owner LLC c/o Ashkenazy Acquisition Corporation 150 East 58th Street, 39th Floor New York, NY 10155</p>	Real Property Lease for Club located at 1400 5th Avenue New York, NY

EXHIBIT 2**Rejected Leases Subject to Modifications**

DEBTOR	COUNTERPARTY	COUNTERPARTY'S ADDRESS	REJECTED AGREEMENT
TSI Bayonne, LLC	KRG Bayonne Urban Renewal, LLC	Attn: Robert McGuinness 15961 Collections Center Dr. Chicago, IL 60693 and Attn: Wade Achenchak and Ryan Joyce Kite Realty Group 30 S. Meridian Street, Suite 1100 Indianapolis, IN 46204	Real Property Lease for Club located at 600 Bayonne Crossing Way Bayonne, NJ
TSI Ridgewood, LLC	John Sachs	500 Golden Harbour Drive Boca Raton, FL 33432 and Robert C. Welch, Jr., Esq. Dwyer, Dwyer & Welch 118 Prospect Street P.O. Box 704 Ridgewood, NJ 07451	Real Property Lease for Club located at 129 South Broad Street Ridgewood, NJ
TSI – Northridge, LLC	K&A Real Estate LLC	Kam and Albert Yamin PO Box 241429 Los Angeles, CA 90024	Real Property Lease for Club located at 19456 Nordhoff Street Northridge, CA
TSI - Studio City, LLC	Laurel Center Group, LP	Dan Austin 6300 Wilshire Blvd., Suite 1800 Los Angeles, CA 90048	Real Property Lease for Club located at Laurel Promenade Shopping Center 12050 Ventura Boulevard, STE 201-B Studio City, CA
TSI Springfield, LLC	Kaufman Management Co.	Edward J. Hart 450 Seventh Avenue- Penthouse, New York, NY 10123	Real Property Lease for Club located at 215 Morris Avenue Springfield, NJ

TSI – Irvine, LLC	Regency Centers, L.P.	Rivertowns Square Regency, LLC PO Box 844235 Boston, MA 02284-4235	Real Property Lease for Club located at Heritage Plaza 14280 Culver Drive, Suite B Irvine, CA
TSI Livingston, LLC	Mandelbaum and Mandelbaum	Marietta DiSanti 80 Main Street West Orange, NJ 07052 and Neal Herstik, Esq. Gross, Truss & Herstik, P.C. Woodhull House, 63 West Main Street PO Box 5008 Freehold, NJ 07728	Real Property Lease for Club located at 39 W. Northfield Road Livingston, NJ
TSI - San Jose, LLC	El Paseo Property Owner, LLC	c/o Vallco Shopping Mall 10123 N. Wolfe Road, Ste 1095 Cupertino, CA 95014 and Diana Beechie Sand Hill Property Company 965 Page Mill Road Palo Alto, CA 94304	Real Property Lease for Club located at El Paseo de Saratoga Shopping Center 950 El Paseo de Saratoga San Jose, CA
TSI – Topanga, LLC	Westfield Topanga Owner LLC	PO Box 54734 Los Angeles, CA 90074-4734 and Moises Quezada Unibail-Rodamco-Westfield 2049 Century Park East- 42nd Fl Century City, CA 90067	Real Property Lease for Club located at Westfield Topanga Shopping Center 6600 Topanga Canyon Blvd., Store# 183H Canoga Park, CA

TSI Clifton, LLC	202 Main Ave. Associates	Attn: Gerald Corrado 1578 Main Avenue Clifton, NJ 07011 and De Marco & De Marco Attn: Michael P De Marco 912 Belmont Avenue North Haledon, NJ 07508	Real Property Lease for Club located at 202 Main Ave Clifton, NJ
TSI Pine Street, LLC	EBRA 70 Pine Master Tenant LLC	70 Pine - Commercial 777 Third Avenue, 6th Floor Attn: Kathy Panaro New York, NY 10017	Real Property Lease for Club located at 70 Pine Street New York, NY
TSI West 41, LLC	230 West 41 st Associates, LLC	c/o JPMorgan Chase Bank PO Box 27756 New York, NY 10087-7756	Real Property Lease for Club located at 230 West 41st Street New York, NY
TSI West 23, LLC	278 Eighth Associates	278 Eighth Associates ISJ Management Corp. 110 West 34th Street, 9th Floor New York, NY 10001 and David Jemal, Esq. 110 W. 34th Street, 9th Floor New York, NY 10001 and Jeremy Krantz Smith & Krantz, LLP The Chanin Building, Suite 1518 New York, NY 10168	Real Property Lease for Club located at 258-278 Eighth Ave New York, NY